

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re: Case No. 10-46834
MIDWEST THEATRES CORPORATION, Chapter 11
Debtor.

**ORDER AUTHORIZING CONTINUED USE OF CASH COLLATERAL
AND GRANTING ADEQUATE PROTECTION**

This matter is before the Court on the Debtor's Motion for Expedited Hearing and for Order Authorizing Continued Use of Cash Collateral and Granting Adequate Protection. Based on that Motion and this Court having determined that the Debtor's offer of adequate protection constitutes adequate protection of the secured parties' interests under 11 U.S.C. §§ 361 and 363,

IT IS HEREBY ORDERED:

1. The Debtor's Motion is granted.
2. The Debtor's request for expedited relief is granted.
3. The Debtor is authorized to use cash collateral in accordance with the terms of the Budget filed in support of the Motion through April 2, 2011.
4. The Debtor is authorized to enter into the Second Amended Stipulation for Use of Cash Collateral with United Community Bank dated March 10, 2011, ("Second Amended Stipulation") and the terms and conditions of the Second Amended Stipulation are hereby approved.

5. The offers of adequate protection as set forth in the Motion and Second Amended Stipulation are hereby approved. Replacement liens granted to lenders shall have the same dignity, priority and effect as the prepetition liens.

Dated: March 10, 2011.

/s/ Nancy C. Dreher

Nancy C. Dreher
United States Bankruptcy Judge

NOTICE OF ELECTRONIC ENTRY AND FILING ORDER OR JUDGMENT Filed and Docket Entry made on 03/10/2011 Lori Vosejpka, Clerk, by KK
